

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575



VIA FEDERAL EXPRESS

RECORDATION NO. 21589 FILED

August 14, 1998

AUG 17 '98

1-41 PM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, ~~dated July 1, 1998~~, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:


Lessor: First Union Rail Corporation	Lessee: Incobrasa Industries, Ltd.
One O'Hare Centre	540 E. U.S. Highway 24
6250 River Road, Suite 5000	Gilman, IL 60938
Rosemont, IL 60018	

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

  
Susan Grokulsky  
Manager - Documents Administration

Enclosures

(INCO001)

AUG 17 '98

1-41 PM

EXHIBIT A  
to  
RIDER NO. 1

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of July, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Incobrasa Industries, Ltd. ("Lessee"), an Illinois corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of July 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 1, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

## LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski  
Name: K. A. DOMBROWSKI  
Title: MANAGER - DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 20<sup>th</sup> day of July, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State  
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20<sup>th</sup> day of July,  
1998.

Susan Grokulskey  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE:

INCOBRASA INDUSTRIES, INC.

ATTEST:

By: 7/8/98  
Name: Tom Rother  
Title: Merchandising Manager  
By: ROGERIO MERLIN RIBEIRO  
Name: VICE-PRESIDENT  
Title: Rogério Merlin Ribeiro  
Executed on this \_\_\_\_ day of \_\_\_\_, 199\_\_.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public of the County and State  
aforesaid, certify that \_\_\_\_\_ personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this \_\_\_\_ day of \_\_\_\_\_,  
19\_\_.

\_\_\_\_\_  
Notary Public

My Commission Expires:

\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: 100

DESCRIPTION OF CARS: 5259 cu. ft. Covered Hopper cars with 286,000 cap

CAR NUMBERS: See list below:

FURX	850001
FURX	850005
FURX	850016
FURX	850038
FURX	850041
FURX	850044
FURX	850048
FURX	850059
FURX	850062
FURX	850070
FURX	850071
FURX	850078
FURX	850082
FURX	850090
FURX	850094
FURX	850100
FURX	850101
FURX	850109
FURX	850124
FURX	850133
FURX	850141
FURX	850148
FURX	850151
FURX	850161
FURX	850165
FURX	850188
FURX	850189
FURX	850210
FURX	850219
FURX	850238
FURX	850240
FURX	850251
FURX	850252

FURX	850254
FURX	850270
FURX	850282
FURX	850293
FURX	850314
FURX	850320
FURX	850321
FURX	850330
FURX	850334
FURX	850337
FURX	850344
FURX	850352
FURX	850353
FURX	850356
FURX	850362
FURX	850363
FURX	850365
FURX	850367
FURX	850371
FURX	850383
FURX	850386
FURX	850394
FURX	850398
FURX	850402
FURX	850406
FURX	850414
FURX	850426
FURX	850436
FURX	850440
FURX	850448
FURX	850449
FURX	850457
FURX	850458

FURX	850465
FURX	850469
FURX	850470
FURX	850472
FURX	850476
FURX	850480
FURX	850481
FURX	850484
FURX	850487
FURX	850490
FURX	850497
FURX	850517
FURX	850541
FURX	850550
FURX	850559
FURX	850572
FURX	850574
FURX	850587
FURX	850590
FURX	850598
FURX	850600
FURX	850602
FURX	850604
FURX	850630
FURX	850642
FURX	850643
FURX	850649
FURX	850652
FURX	850655
FURX	850656
FURX	850669
FURX	850677
FURX	850688
FURX	850697